

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

Re: **Dkt. No. 460**

NOTICE OF APPEAL

Notice is hereby given that the Ad Hoc Group of Freedom Lenders (the “**Freedom Lender Group**”),² by and through its undersigned counsel, hereby appeals to the United States District Court for the District of Delaware from the order of the United States Bankruptcy Court for the District of Delaware denying the *Motion of the Ad Hoc Group of Freedom Lenders Seeking Entry of an Order (I) Terminating Exclusivity in the HoldCo Debtors’ Cases, (II) Lifting the Automatic Stay in the HoldCo Debtors’ Cases, or (III) Appointing a Chapter 11*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² The Freedom Lender Group comprises the entities named in the *Verified Statement of the Ad Hoc Group of Freedom Lenders Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [Docket No. 229], attached hereto as **Exhibit B**, as it may be amended and supplemented from time to time.

Trustee for the HoldCo Debtors, entered on December 18, 2024 [[Docket No. 460](#)] (the “**Order**”).

The names of all parties to the order appealed from and the names, addresses, and telephone numbers of their respective attorneys are set forth below:

Appellants:

Freedom Lender Group

Appellants’ Counsel:

FARNAN LLP

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Appellees:

The Debtors in the above-captioned cases, listed in footnote 1, *supra*.

Appellees' Counsel:

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Other Interested Parties:

Ad Hoc Group of First Lien Lenders
The Official Committee of Unsecured Creditors

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Counsel for Ad Hoc Group of First Lien Lenders

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The Official Committee of Unsecured Creditors
PACHULSKI STANG ZIEHL & JONES LLP

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A copy of the Order is attached hereto as **Exhibit A**. This Notice of Appeal is also accompanied by the prescribed fee.

Dated: December 18, 2024
Wilmington, Delaware

/s/ Michael J. Farnan

FARNAN LLP

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*Counsel for the Freedom Lender
Group*

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

Re: Docket No. 192

**ORDER DENYING MOTION OF THE AD HOC GROUP OF
FREEDOM LENDERS SEEKING ENTRY OF AN ORDER (I) TERMINATING
EXCLUSIVITY IN THE HOLDCO DEBTORS' CASES, (II) LIFTING THE
AUTOMATIC STAY IN THE HOLDCO DEBTORS' CASES, OR (III)
APPOINTING A CHAPTER 11 TRUSTEE FOR THE HOLDCO DEBTORS**

Upon consideration of the motion of the Ad Hoc Group of Freedom Lenders (the “**Freedom Lender Group**”) for entry of an order seeking, alternatively, (i) the termination of the exclusive periods during which the debtors Freedom VCM, Inc. and Freedom VCM Interco, Inc.

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(the “**Holdco Debtors**”) may file a chapter 11 plan and solicit acceptances thereof, (ii) lifting the automatic stay in the Holdco Debtors’ cases, or (iii) appointing a chapter 11 trustee to administer the Holdco Debtors’ cases [Docket No. 192] (the “**Motion**”), and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and hearings having been held to consider the relief requested in the Motion on December 10, 2024 and December 17, 2024 (the “**Hearings**”); and after due deliberation and upon the record of the Hearings and all of the proceedings had before this Court,

IT IS HEREBY ORDERED THAT:

1. For the reasons stated by the Court on the record at the Hearings, the Motion is **DENIED**.
2. This Order shall be immediately effective and enforceable upon its entry.
3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: December 18th, 2024
Wilmington, Delaware

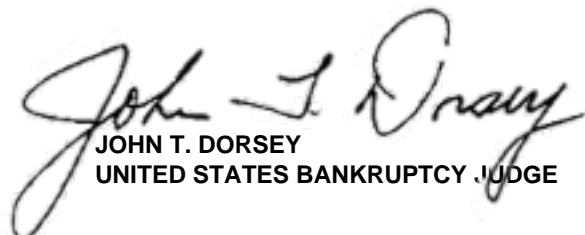

JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FRANCHISE GROUP, INC. ¹)	Case No. 24-12480 (JTD)
)	
Debtors.)	(Jointly Administered)
)	

**VERIFIED STATEMENT OF THE AD HOC GROUP OF
FREEDOM LENDERS PURSUANT TO RULE 2019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), White & Case LLP (“**White & Case**”) and Farnan LLP (“**Farnan**” and, together with White & Case, “**Counsel**”) hereby submit this verified statement (the “**Verified Statement**”) in connection with Counsel’s representation of an ad hoc group (the “**Ad Hoc Group of Freedom Lenders**” or the “**Freedom Lender Group**”) of holders, or investment advisors, sub-advisors, or

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managers of funds or discretionary accounts, that hold (i) term loans outstanding under that certain Second Lien Credit Agreement, dated as of March 10, 2021 (as amended, restated, supplemented or otherwise modified) (the “**Second Lien Term Loans**”), among Franchise Group Inc., the other borrowers and guarantors party thereto, Alter Domus (US) LLC as administrative agent and collateral agent, and the lenders party thereto, and (ii) term loans outstanding under that certain Credit Agreement, dated as of August 21, 2023 (as amended, restated, supplemented or otherwise modified) (the “**HoldCo Term Loans**”) among Freedom VCM Interco, Inc. as Borrower, Freedom VCM, Inc. as Holdings, Alter Domus (US) LLC as administrative agent, and the lenders party thereto.

1. In October 2024 and November 2024, respectively, the Freedom Lender Group retained White & Case and Farnan to represent their interests in connection with these chapter 11 cases.

2. Each member of the Freedom Lender Group has indicated to Counsel that they hold disclosable economic interests, or act as investment managers or advisors to funds and/or accounts that hold disclosable economic interest, in relation to the Debtors. In accordance with Bankruptcy Rule 2019, and based upon information provided to Counsel by each member of the Freedom Lender Group, attached here to as **Exhibit A** is a list of the names, addresses, nature, and amount of all disclosable economic interests of each present member of the Freedom Lender Group in relation to the Debtors.

3. Nothing contained in this Verified Statement (or **Exhibit A** hereto) is intended or should be construed to constitute (i) a waiver or release of any claims against or equity interests in the Debtors by any of the members of the Freedom Lender Group or any of their respective affiliates, or (ii) an admission with respect to any fact or legal theory. Nothing herein should be

construed as a limitation upon, or waiver of, any rights of any of the members of the Freedom Lender Group or any of their respective affiliates to assert, file, and/or amend any claim or proof of claim filed in accordance with applicable law and any orders entered in these cases.

4. The information contained herein is provided only for the purpose of complying with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

5. Counsel reserves the right to amend this Verified Statement as may be necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

6. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

[Remainder of page intentionally left blank]

Dated: November 22, 2024
Wilmington, Delaware

/s/ Michael J. Farnan

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*Counsel to the Ad Hoc Group of
Freedom Lenders*

Exhibit A¹

Name	Address	Nature and Approximate Amount of Claim
Funds managed by Pacific Investment Management Company LLC and/or its affiliates ²	650 Newport Center Drive Newport Beach, CA 92660	Second Lien Term Loans: \$53,125,000.01 HoldCo Term Loans: \$220,109,220.60
Funds managed by Irradiant Partners, LP and/or its affiliates	201 Santa Monica Blvd, Suite 500 Santa Monica, CA 90401	Second Lien Term Loans: \$62,500,000.00 HoldCo Term Loans: \$258,952,024.24

¹ To the best of Counsel's knowledge, the information herein is accurate as of November 20, 2024. The amounts set forth herein include only the outstanding principal amounts of the applicable debt and do not include accrued and unpaid interest, fees, or other amounts that may be owing under the applicable debt documents.

² Other funds and accounts managed by Pacific Investment Management Company LLC may own other positions within the Debtors' capital structure, including the First Lien Term Loan Facility, but those funds and/or accounts are not members of the Freedom Lender Group.

CERTIFICATE OF SERVICE

I, Michael J. Farnan, hereby certify that in addition to the notice and service provided through the Court's ECF system that on December 18, 2024, a copy of foregoing was served on the attached 2002 list.

/s/ Michael J. Farnan
Michael J. Farnan (Bar No. 5165)

In re: Franchise Group, Inc., et al.
Core/2002 Service List
Case No. 24-12480 (JTD)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTALCODE	COUNTRY	PHONE	FAX	EMAIL
Top 50 Unsecured Creditor	Albany Industries Inc	Attn: Bentley Jones, Chief Revenue Officer	1210 S Indiana Ave #5907		Chicago	IL	60605		662-316-2606		bjones@albanyfurniture.com
Top 50 Unsecured Creditor	Alpha Inc	Attn: Jeff Ulrich, Assistant Corporate Controller	322 Main St		Bern	KS	66408		785-285-0123		jeffu@alpha.com
Top 50 Unsecured Creditor	Animal Supply CO Wholesome	Attn: Joe Carras, Vice President of Sales	2403 E Interstate 30		Grand Prairie	TX	75050		602-418-5807		joe.carras@animalsupply.com
Top 50 Unsecured Creditor	Arizona Nutritional Supplement	Attn: Harrison Pappas, CEO	210 S.Beck Ave.		Chandler		85226		480-966-9630		hpappas@aznutritional.com
Top 50 Unsecured Creditor	Assurant Inc.	Attn: Jennifer Clark, Vice President, Account Management - Retail	260 Interstate N Circle SE		Atlanta	GA	30339		770-763-1000		Jennifer.Clark@assurant.com
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper	919 North Market Street	11th Floor	Wilmington	DE	19801		302-252-4465	302-252-4466	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com
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Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson	600 N. Market Street, Suite 400		Wilmington	DE	19801		302-655-5000	302-658-6395	ejohnson@bayardlaw.com
Top 50 Unsecured Creditor	Bdc Portfolio Owner LLC	Attn: Heba Elayan, Real Estate Principal	Oak Street Real Estate Capital, LLC	30 North Lasalle Ste 4140	Chicago	IL	60602				Heba.elayan@blueowl.com
Top 50 Unsecured Creditor	BCHQ Owner LLC	Attn: Heba Elayan, Real Estate Principal	Oak Street Real Estate Capital, LLC	30 North Lasalle Ste 4140	Chicago	IL	60602				Heba.elayan@blueowl.com
Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams	1201 N. Market Street, Suite 800		Wilmington	DE	19801		302-425-6400		mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com
Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Kristen N. Pate	350 N. Orleans Street	Suite 300	Chicago	IL	60654-1607		312-960-2940	312-442-6374	bk@bpretail.com
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski	222 Delaware Avenue, Suite 1030		Wilmington	DE	19801		302-830-2312	302-397-2566	jfalowski@burr.com
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Ellsworth Summers, Jr., Dana L. Robbins	50 North Laura Street, Suite 3000		Jacksonville	FL	32202		904-232-7203	904-212-0315	esummers@burr.com drobbins@burr.com
Counsel to Comenity Capital Bank	Burr & Forman LLP	Attn: James H. Halthcock, III	420 N. 20th Street, Suite 3400		Birmingham	AL	35203		205-458-5277	205-244-5674	jhalthcock@burr.com
Top 50 Unsecured Creditor	Champion Petfoods USA	Attn: Jenn Watt, Credit Associate	1103 - 95 St SW Suite 301		Edmonton	AB	T6X 0P8	Canada	587-525-6983		kwatt@championpetfoods.com
Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	Attn: Mark L. Desgrosseilliers	Hercules Plaza	1313 North Market St, Suite 5400	Wilmington	DE	19801		302-295-0191		desgross@chipmanbrown.com
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher	901 Main Street, Suite 6000		Dallas	TX	75202		214-651-4300	214-651-4330	ahornisher@clarkhill.com
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, and VS Tempe, LLC	Clark Hill PLC	Attn: Karen M. Grivner	824 N. Market Street, Suite 710		Wilmington	DE	19801		302-250-4750	302-421-9439	kgrivner@clarkhill.com
Top 50 Unsecured Creditor	Costco Innovell (Logistics)	Attn: Michael Dunne, Manager	1045 Lake Drive		Issaquah	WA	98027		847-858-4741		michaeldunne@costco.com
Counsel to Krober Supply Chain US, Inc	Cowles & Thompson, P.C.	Attn: William L. Siegel	901 Main Street, Suite 3900		Dallas	TX	75202		214-672-2126	214-672-2326	bsiegel@cowlesthompson.com
Top 50 Unsecured Creditor	Coyote Logistics	Attn: John Morel, SVP of Sales	2545 West Diversey Ave		Chicago	IL	60647		630-589-4077		John.Morel@Coyote.com
Top 50 Unsecured Creditor	Delta Furniture	Attn: Chris Bray, VP Sales and Marketing	5650 Private Road 8072		West Plains	MO	65775		662-255-9044		chris_bray@comcast.new
Top 50 Unsecured Creditor	Department Of The Treasury	General Inquiries	Internal Revenue Service		Ogden	UT	84201-0009		801-297-2200		
Top 50 Unsecured Creditor	Elements International Group LLC	Attn: Paul Comrie, CEO	2250 Skyline Drive		Mesquite	TX	75149		469-371-3147		pcomrie@elementsgroup.com
Top 50 Unsecured Creditor	Ema Electrolux/Frigidaire	Attn: TJ Stoffer, Sr. VP Sales, North America	10200 David Taylor Drive		Charlotte	NC	28262		815-670-8322		t.j.stoffer@electrolux.com
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Michael T. Gustafson	320 South Canal Street, Suite 3300		Chicago	IL	60606		312-569-1000	312-569-3000	mike.gustafson@faegredrinker.com
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Patrick A. Jackson	222 Delaware Avenue, Suite 1410		Wilmington	DE	19801		302-467-4200	302-467-4201	patrick.jackson@faegredrinker.com
Counsel to Ad Hoc Group of Freedom Lenders	Farnan LLP	Attn: Brian E. Farnan, Michael J. Farnan	919 North Market Street	12th Floor	Wilmington	DE	19801		302-777-0300	302-777-0301	bfarnan@farnanlaw.com
Top 50 Unsecured Creditor	Force Factor Brands LLC	Attn: Daniel Wallace, CEO & Co-Founder	24 School St.	4th Floor	Boston	MA	02108		877-492-7243		mfarnan@farnanlaw.com
Top 50 Unsecured Creditor	Franchise Group, Inc.	Attn: President or General Counsel									daniel@forcefactor.com
Top 50 Unsecured Creditor	Google	Attn: Rosemary Disla, Credit and Collections Analyst	1600 Amphitheatre Parkway		Mountain View	CA	94043		650-253-0000		legal-notices@google.com
Top 50 Unsecured Creditor	Hartz Mountain - Vmx	Attn: Robert Abele, Sr Director - Pet Omni-Channel Leader	14971 Collection Center Drive		Chicago	IL	60693		800-999-3000 ext. 7194		rdisla@hartz.com
Top 50 Unsecured Creditor	Hill's Pet Nutrition		6180 Sprint Parkway		Overland Park	KS	66211		846-630-4786		Robert_abele@colpal.com
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Phillip W. Nelson	150 N. Riverside Plaza, Suite 2700		Chicago	IL	60606		312-263-3600	312-578-6666	phillip.nelson@hklaw.com
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation	1111 Constitution Ave., NW		Washington	DC	20224		800-973-0424	855-235-6787	
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346		Philadelphia	PA	19101-7346		800-973-0424	855-235-6787	
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFC	1001 3rd Ave W, Suite 240		Brandenton	FL	34205-7863		941-741-4835	941-708-4934	legal@taxcollector.com
Top 50 Unsecured Creditor	Kith Furniture	Attn: Darin Wright, CFO	7155 State Highway 13		Haleyville	AL	35565		925-444-0466		dwright@kithfurniture.com
Top 50 Unsecured Creditor	Kong Company	Attn: Ellen Craig, Sales Director	16191 Table Mountain Parkway		Golden	CO	80403		330-554-6141		ellen.craig@kongcompany.com
Claims and Noticing Agent	Kroll Restructuring Administration LLC	Attn: Herb Baer, Christine Porter, Jessica Berman	1 World Trade Center	31st Floor	New York	NY	10007		212-257-5450	646-536-2810	serviceqa@ra.kroll.com FRGTeam@ra.kroll.com
Counsel to Oxford Valley Road Associates, L.P.	Kurtzman Steady LLC	Attn: Jeffrey Kurtzman	101 N. Washington Avenue	Suite 4A	Margate	NJ	08402		215-839-1222		kurtzman@kurtzmansteady.com landis@lrclaw.com mcguire@lrclaw.com
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers	919 Market Street Suite 1800	P.O. Box 2087	Wilmington	DE	19801		302-467-4400	302-467-4450	erogers@lrclaw.com
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: Andrew Sorkin	555 Eleventh Street NW	Suite 1000	Washington	DC	20004		202-637-2200		andrew.sorkin@lw.com

In re: Franchise Group, Inc., et al.
Core/2002 Service List
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTALCODE	COUNTRY	PHONE	FAX	EMAIL
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Ktsanes, Timothy Beau Parker	330 N Wabash Avenue	Suite 2800	Chicago	IL	60611	Canada	312-876-7700		james.ktsanes@lw.com beau.parker@lw.com
Counsel to the ABL Secured Parties	Latham & Watkins LLP	Attn: Jennifer Ezring, James Ktsanes, Andrew Sorkin	1271 Avenue of the Americas		New York	NY	10020				Jennifer.Ezring@lw.com James.Ktsanes@lw.com andrew.sorkin@lw.com
Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane W. Sanders	PO Box 17428		Austin	TX	78760-7428		512-447-6675	512-443-5114	austin.bankruptcy@lgbs.com
Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	Attn: Don Stecker	112 E. Pecan Street, Suite 2200		San Antonio	TX	78205		210-225-6763	210-225-6410	sanantonio.bankruptcy@lgbs.com
Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: John K. Turner	2777 N. Stemmons Freeway	Suite 1000	Dallas	TX	75207		214-880-0089	469-221-5003	dallas.bankruptcy@lgbs.com
Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: John Kendrick Turner	3500 Maple Avenue	Suite 800	Dallas	TX	75219		214-880-0089	469-221-5003	dallas.bankruptcy@lgbs.com
Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County	Linebarger Goggan Blair & Sampson, LLP	Attn: Tara L. Grundemeier	PO Box 3064		Houston	TX	77253-3064		713-844-3400	713-844-3503	houston_bankruptcy@lgbs.com
Top 50 Unsecured Creditor	Living Style (Singapore) Pte. Limited	Attn: Henry Chan, CEO	3 Kallang Junction #05-02		Singapore		339265	Singapore	522-300-5003		henrychan@livingstyle.com
Top 50 Unsecured Creditor	Lowes Companies Inc	Attn: Brie Lieto, Director, Supply Chain	1000 Lowe's Blvd		Mooresville	NC	28117		704-758-1000		brie.lieto@lowes.com
Top 50 Unsecured Creditor	Mars Petcare	Attn: Cullen Mahan , Customer Development Team Lead	2013 Ovation Parkway		Franklin	TN	37067		904-708-2652		cullen.mahan@effem.com
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons	700 Jeffrey Way, Suite 100		Round Rock	TX	78665		512-323-3241	512-323-3205	jparsons@mvbalaw.com
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons	P.O. Box 1269		Round Rock	TX	78680-1269		512-323-3241	512-323-3205	jparsons@mvbalaw.com
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert	1800 West Park Dr., Suite 400		Westborough	MA	01581		508-898-1501	508-898-1502	jbaldiga@mirickoconnell.com scolbert@mirickoconnell.com
Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC	Monzack Mersky and Browder, P.A.	Attn: Rachel B. Mersky	1201 N. Orange Street, Suite 400		Wilmington	DE	19801		302-656-8162	302-656-2769	rmersky@monlaw.com
Top 50 Unsecured Creditor	Muebles Briss S.A. De C.V.(Marby)	Attn: Luis Sanchez, General Manager	Cam. Santa ana tepetitlan 1112, col paseos del briseño zapopan Jalisco, Mexico		Zapopan	JAL	45236	Mexico	52 33 3827-4673		luis@southsourcing.com.mx
Top 50 Unsecured Creditor	National Retail Properties, LP	Attn: David G. Byrnes, Jr., Assistant General Counsel	450 S Orange Avenue, Suite 900		Orlando	FL	32801		407-650-1103		david.byrnes@nnnreit.com
Top 50 Unsecured Creditor	Natural Balance Pet Foods Inc	Attn: Darcy Hagan	3101 Stephen F Austin Dr		Brownwood	TX	76801		475-273-6391		darcy.hagan@ethospetbrands.com
Top 50 Unsecured Creditor	Nature's Way Brands, LLC	Attn: Erin Bovard	825 Challenger Drive		Green Bay	WI	54311				erin.bovard@naturesway.com
Top 50 Unsecured Creditor	Nestle Purina Petcare Company	Attn: Grant Wabnitz, Director, Market Activation	1 Checkerboard Square		St. Louis	MO	63164		920-471-9382		grant.wabnitz@purina.nestle.com
Top 50 Unsecured Creditor	Newfoundland And Labrador Inc	Attn: Brian Casutto, Consultant	145 Aberdeen Ave, Unit 1		St. John's	NL	A1A5N6	Canada	709-739-0002		brian@nutraholdings.com
Top 50 Unsecured Creditor	Nutraceutical	Attn: Brian Slobodow, CEO	1400 Kearns Blvd		Park City	UT	84060		435-655-6050		bslobodow@betterbeing.com
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Timothy J. Fox, Esq	844 King Street, Suite 2207	Lockbox 35	Wilmington	DE	19801				timothy.fox@usdoj.gov
Top 50 Unsecured Creditor	Open Farm Inc	Attn: Amy Horton, Chief Sales Officer	559 College St, Suite 400		Toronto	ON	M6G 1A9	Canada	615-739-8699		amy@openfarmpet.com
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman	200 Park Avenue		New York	NY	10166		212-318-6000	212-319-4090	jaymegoldstein@paulhastings.com jeremyevans@paulhastings.com isaacsasson@paulhastings.com danfliman@paulhastings.com
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Top 50 Unsecured Creditor	Peak Living, Inc.	Attn: Chad Cunningham , CEO Owner	604 Pontotoc Co Ind Park Road		Ecu	MS	38841		989-239-4788		chadcunningham03@gmail.com
Counsel to Brownsville Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Hiram Gutierrez	P.O. Box 2916		McAllen	TX	78502		956-631-4026	956-289-1023	edinburgbankruptcy@pbfc.com
Counsel to Lubbock Central Appraisal District Midland County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Laura J. Monroe	PO Box 817		Lubbock	TX	79408		806-744-5091	806-744-9953	lmbkr@pbfc.com
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	Attn: Sergio E. Garcia	3301 Northland Drive	Suite 505	Austin	TX	78731		512-302-0190	512-302-1802	sgarcia@pbfc.com
Counsel to Potter County Tax Office and Randall County Tax Office	Perdue, Brandon, Fielder, Collins and Mott, L.L.P.	Attn: Alysia Córdova	P.O. Box 9132		Amarillo	TX	79105		806-359-3188	806-359-5126	acordova@pbfc.com amabr@pbfc.com
Top 50 Unsecured Creditor	Phillips Feed And Pet Supply	Attn: Mark Patterson, Vice President Area Sales, Central	3747 Hecktown Road		Easton	PA	18045		813-417-1894		mark.patterson@phillipspet.com
Top 50 Unsecured Creditor	Planitretail LLC	Attn: Matthew Spahn, Founder & CEO	35 Holcomb Hill Road		West Granby	CT	3003599		630-338-2829		matt.spahn@planitretail.net jryan@potteranderson.com bhaywood@potteranderson.com
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Potter Anderson & Corroon LLP	Attn: Jeremy W. Ryan, Brett M. Haywood, Ethan H. Sulik	1313 N. Market Street	6th Floor	Wilmington	DE	19801		302-984-6000	302-658-1192	esulik@potteranderson.com
Top 50 Unsecured Creditor	Premier Nutrition Company, LLC	Attn: Karren Job, SVP	1222 67th Street 210		Emeryville	CA	94608		925-963-5304		karren.job@bellringbrands.com
Top 50 Unsecured Creditor	Print Comm	Attn: Kevin Naughton, President	3040 S Dye Rd		Flint	MI	48473		810-516-9975		knaughton@printcomm.com

In re: Franchise Group, Inc., et al.

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTALCODE	COUNTRY	PHONE	FAX	EMAIL
Counsel to Whirlpool Corporation	Quarles & Brady LLP	Attn: L. Kate Mason	411 E. Wisconsin Avenue	Suite 2400	Milwaukee	WI	53202		414-277-3018		Katie.Mason@quarles.com
Top 50 Unsecured Creditor	Radio Systems Corporation	Attn: Rhonda Witt	10427 Petsafe Way		Knoxville	TN	37932		865-888-5849		rwitt@petsafe.net
Top 50 Unsecured Creditor	Redcon 1	Attn: Aaron Singerman, CEO	701 Park of Commerce	100	Boca Raton	FL	33487				aaron@redcon1.com
		Attn: John H. Knight, Amanda R. Steele, Alexander R. Steiger	One Rodney Square	920 North King Street	Wilmington	DE	19801		302-651-7700	302-651-7701	knight@rff.com steeler@rff.com steiger@rff.com
Counsel to B. Riley Principal Investments, LLC and its affiliates	Richards Layton & Finger PA	Attn: Steven Fox	Times Square Tower Suite 2506	Seven Times Square	New York	NY	10036		212-719-0140		sfox@reimerlaw.com
Counsel to Hilco Merchant Resources, LLC	Riemer & Braunstein LLP										
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	Attn: Monique B. DiSabatino	1201 North Market Street, Suite 2300	P.O. Box 1266	Wilmington	DE	19899		302-421-6806		monique.disabatino@saul.com
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	Attn: Turner N. Falk	Centre Square West	1500 Market Street, 38th Floor	Philadelphia	PA	19102		215-972-8415		turner.falk@saul.com
Securities and Exchange Commission	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department	Brookfield Place	200 Vesey Street, Suite 400	New York	NY	10281-1022		212-336-1100		bankruptcynticeschr@sec.gov nyrobankruptcy@sec.gov
Securities and Exchange Commission	Securities & Exchange Commission - Philadelphia Office	Attn: Bankruptcy Department	One Penn Center	1617 JFK Blvd, Suite 520	Philadelphia	PA	19103		215-597-3100		secbankruptcy@sec.gov bateman@sewkis.com patel@sewkis.com danenberg@sewkis.com ashmead@sewkis.com bateman@sewkis.com matott@sewkis.com
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott	One Battery Park Plaza		New York	NY	10004				egoldstein@goodwin.com bankruptcy@goodwin.com bankruptcy@goodwin.com bankruptcy@goodwin.com wmcdonald@shopcore.com rtucker@simon.com
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Top 50 Unsecured Creditor	Solstice Sleep Company	Attn: Dennis Straily, President/CEO	3720 West Broad St		Columbus	OH	43228		614-946-3501		dstraily@solsticesleep.com
Top 50 Unsecured Creditor	Standard Furniture Mfg Co Inc	Attn: Lucas Hall, EVP	PO Box 933715		Atlanta	GA	31193-3715		251-937-6741		lucas.hall@sfrmc.com
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Top 50 Unsecured Creditor	Stella And Chewys LLC	Attn: Noelle Wolter, Director Of Accounting And Treasury	111 W. Oakley Parkway		Oak Creek	WI	53154		262-899-0441		nwolter@stellaandchewys.com
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Counsel to the Texas Comptroller of Public Accounts	Texas Attorney General's Office	Attn: Christopher S. Murphy, Assistant Attorney General	Bankruptcy & Collections Division	P.O. Box 12548	Austin	TX	78711-2548		512-475-4867	512-936-1409	christopher.murphy@oag.texas.gov
Counsel to LU Candles Station Holdings, LLC	Thompson Hine LLP	Attn: Louis F. Solimine	312 Walnut Street	Suite 2000	Cincinnati	OH	45202-4029		513-352-6700	513-241-4771	Louis.Solinine@ThompsonHine.com
Top 50 Unsecured Creditor	Titanic Furniture	Attn: Oday Abo, CEO	7400 S Loomis Blvd		Suwanee	GA	30024		708-715-7546		oday@titanicfurniture.com
Top 50 Unsecured Creditor	Transform Holdco LLC (3PI)	Attn: Norman Krause	3333 Beverly Road	Office: B5-178B	Hoffman Estates	IL	60179		630-877-3682		Norman.Krause@transformco.com
Counsel to The J. M. Smucker Company	Tydings & Rosenberg LLP	Attn: Stephen B. Gerald	200 Continental Drive, Suite 401		Newark	DE	19713		410-752-9799		sgerald@tydings.com
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slight	U.S. Attorney's Office	1313 N Market Street, Suite 400	Wilmington	DE	19801		302-573-6277	302-573-6220	
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	Secretary of the Treasury	100 F. Street NE		Washington	DC	20549		202-942-8088		secbankruptcy@sec.gov
Top 50 Unsecured Creditor	Uber Freight Us LLC	Attn: Steve Moore, Head of TM Operations	433 W Van Buren St		Chicago	IL	60607		479-283-9347		steve.moore@uberfreight.com
Top 50 Unsecured Creditor	UPS (Ocean Freight)	Attn: Steve McMichael, VP, UPS Ocean	28013 Network Place		Chicago	IL	60673-1280		404-242-1436		smcmichael@ups.com
Top 50 Unsecured Creditor	Vitamin Well USA LLC	Attn: Brian Kuz, Chief Sales Officer	3865 Grand View Blvd		Los Angeles	CA	90066		432-857-075		brian.kuz@vitaminwell.com
Top 50 Unsecured Creditor	Wellness Pet LLC	Attn: Rebecca Dow, Corporate Controller	77 S Bedford St		Burlington	MA	01803		978-609-8515		bdow@wellnesspet.com
Top 50 Unsecured Creditor	Weruva International Inc	Attn: Robert Holt, Director of Finance	17 Mercer Road		Natick	MA	01760		508-907-6325		ar@Weruva.com
Top 50 Unsecured Creditor	Whirlpool	Attn: Dave Whitehead, VP & GM National Account Sales and Marketing	600 West Main Street		Benton Harbor	MI	40922		269-338-5815		david_m_whitehead@whirlpool.com

In re: Franchise Group, Inc., et al.

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTALCODE	COUNTRY	PHONE	FAX	EMAIL
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		Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett Bakemeyer									csshore@whitecase.com sam.hershey@whitecase.com azatz@whitecase.com erin.smith@whitecase.com brett.bakemeyer@whitecase.com
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP		1221 Avenue of the Americas		New York	NY	10020-1095		212-819-8200	212-354-8113	
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Attn: Thomas Lauria	200 South Biscayne Boulevard, Suite 4900		Miami	FL	33131		305-371-2700	305-358-5744	tlauria@whitecase.com
		Attn: Debra M. Sinclair, Matthew A. Feldman, Betsy L. Feldman, Joseph R. Brandt	787 Seventh Avenue		New York	NY	10019		212-728-8000	212-728-8111	dsinclair@willkie.com mfeldman@willkie.com bfeldman@willkie.com jbrandt@willkie.com
Proposed Counsel to Debtors and Debtors In Possession	Willkie Farr & Gallagher LLP										emorton@ycst.com mlunn@ycst.com
Proposed Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya	Rodney Square	1000 N. King Street	Wilmington	DE	19801		302-571-6600	302-571-1253	amielke@ycst.com sborovinskaya@ycst.com
Top 50 Unsecured Creditor	Zoo Med Laboratories Inc	Attn: David Dieter, Senior Director	3650 Sacramento Drive		San Luis Obispo	CA	93401		805-542-9988		david@zoomed.com